

Exhibit B

Proposed Stipulation

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:)	
)	Chapter 11
)	
FTX TRADING LTD., <i>et al.</i> , ¹)	Case No. 22-11068 (JTD)
)	
Debtors.)	(Jointly Administered)
)	

**JOINT STIPULATION BETWEEN
WEST REALM SHIRES INC. AND VOYAGER DIGITAL, LLC**

This *Stipulation* (“Stipulation”) is being entered into between (i) West Realm Shires Inc. (“WRS”) and (ii) Voyager Digital, LLC (“Voyager”). WRS and Voyager are each a “Party” and collectively, the “Parties.”

RECITALS

WHEREAS, on July 5, 2022 (the “Voyager Petition Date”), each Voyager debtor filed a voluntary petition for relief under chapter 11 of title 11 (as amended, the “Bankruptcy Code”) in the United States Bankruptcy Court for the Southern District of New York (the “SDNY Court”);

WHEREAS, on August 5, 2022, the SDNY Court entered the *Order (I) Approving the Bidding Procedures and Related Dates and Deadlines, (II) Scheduling Hearings and Objection Deadlines with Respect to the Debtors’ Sale, Disclosure Statement, and Plan Confirmation, and (III) Granting Related Relief* [SDNY Court Docket No. 248] (the “Bidding Procedures Order,” and the procedures approved thereunder, the “Bidding Procedures”);

¹ The last four digits of FTX Trading Ltd.’s and Alameda Research LLC’s tax identification number are 3288 and 4063 respectively. Due to the large number of debtor entities in these Chapter 11 Cases, a complete list of the Debtors and the last four digits of their federal tax identification numbers is not provided herein. A complete list of such information may be obtained on the website of the Debtors’ claims and noticing agent at <https://cases.ra.kroll.com/FTX>.

WHEREAS, on August 22, 2022, Voyager filed the *Notice of Filing Revised Bidding Procedures* [SDNY Court Docket No. 328] amending the Bidding Procedures;

WHEREAS, on September 27, 2022, WRS and Voyager executed that certain asset purchase agreement (including all exhibits and schedules, the “Initial Asset Purchase Agreement”) [SDNY Court Docket No. 472-B];

WHEREAS, on October 20, 2022, the SDNY Court entered the *Order (I) Authorizing Entry Into the Asset Purchase Agreement and (II) Granting Related Relief* [SDNY Court Docket No. 581];

WHEREAS, on October 20, 2022, WRS and Voyager executed the first amendment to the asset purchase agreement (together with the Initial Asset Purchase Agreement, the “Asset Purchase Agreement”) [SDNY Court Docket No. 582];

WHEREAS, on November 10, 2022, WRS agreed to waive Article 5.2 of the Asset Purchase Agreement;

WHEREAS, on November 14, 2022, Voyager sent WRS a letter pursuant to Article 8.1(d) of the Asset Purchase Agreement identifying certain alleged breaches under the Asset Purchase Agreement by WRS;

WHEREAS, on November 14, 2022, WRS filed a petition for voluntary relief under chapter 11 of the Bankruptcy Code in the Bankruptcy Court for the District of Delaware (the “DE Court”) jointly administered under the caption *In re FTX Trading Ltd.*, Case No. 22-11068 (JTD) (Bankr. D. Del. Nov. 11, 2022); and

WHEREAS, WRS and Voyager have engaged in arm’s length discussions regarding the Asset Purchase Agreement in light of the commencement of these chapter 11 cases.

NOW, THEREFORE, IT IS HEREBY STIPULATED AND AGREED by and among undersigned counsel for the Parties as follows:

1. **Termination of the Asset Purchase Agreement.** The Parties agree that the Asset Purchase Agreement is terminated;

2. **WRI's Good-Faith Deposit.** The Parties agree that Voyager shall be entitled to continue to hold the \$5 million good-faith deposit provided by WRS to Voyager pursuant to the terms of the Bidding Procedures (the "Deposit") subject in all respects to the rights, claims and defenses of WRS and Voyager reserved pursuant to Paragraph 3 hereof; and

3. **Reservation of Rights.** Except as otherwise set forth in this Stipulation, each Party reserves any and all rights, claims and defenses against the other Party, including without limitation, arising out of termination of the Asset Purchase Agreement and the Deposit.

AGREED BY:

DECEMBER 9, 2022

/s/ Andrew G. Dietderich

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-and-

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